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UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**CERTIFICATION OF BRETT A. AXELROD
PURSUANT TO LOCAL RULE 3017(C) IN
SUPPORT OF EX PARTE MOTION FOR
ORDER PURSUANT TO 11 U.S.C.
§ 105(D)(2)(B)(VI), FED. R. BANKR. P. 3017.1
AND LOCAL RULE 3017 IMPLEMENTING
EXPEDITED SOLICITATION AND
CONFIRMATION PROCEDURES
INCLUDING: (I) CONDITIONALLY
APPROVING DISCLOSURE STATEMENT;
(II) SETTING COMBINED HEARING
ON FINAL APPROVAL OF DISCLOSURE
STATEMENT AND PLAN
CONFIRMATION;
(III) APPROVING (A) FORM AND SCOPE
OF COMBINED HEARING NOTICE, AND
(B) FORM OF BALLOTS;
(IV) SCHEDULING VOTING AND
OBJECTION DEADLINES; AND
(V) GRANTING RELATED RELIEF**

[No Hearing Required]

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I, Brett Axelrod, declare under penalty of perjury as follows:

1. I am over the age of 18, have personal knowledge of the facts in this matter, and if called upon to testify, could and would do so.

2. I, Brett A. Axelrod, hereby certify pursuant to LR 3017(c) in support of Avery Land Group, LLC's (the "Debtor"), *Ex Parte Motion* (the "Motion")¹ for an Order pursuant to Local Rule 3017 ("LR 3017"): (1) granting conditional approval of the proposed *Disclosure Statement* (the "Disclosure Statement") in connection with *Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* (the "Plan"); (3) approving (a) the form and scope of the notice of the hearing on final approval of the Disclosure Statement and confirmation of the Plan, and (b) the form of ballots for the Plan; and (4) approving the other deadlines and procedures, filed concurrently herewith, that:

A. Circumstances that Favor the Preliminary Approval of the Disclosure Statement:

3. As set forth in the Motion, numerous circumstances favor the use of expedited chapter 11 procedures pursuant to LR 3017, including:

- (i) the Disclosure Statement contains adequate information;
- (ii) the Plan must be confirmed by June 28, 2023 in order to prevent a default under Debtor's DIP Financing Agreement;² and
- (iii) avoiding the delay and duplication attendant to holding separate hearings will facilitate the expeditious and efficient resolution of this complex and highly contested Chapter 11 Case.

¹ Capitalized terms not defined herein have the meanings assigned to them in the Motion.

² On February 8, 2023, the Debtor filed a *Motion for Interim and Final Orders: (I) Authorizing Debtor to Obtain Post-petition Senior Secured, Superpriority Financing; (II) Granting Liens and Superpriority Claims; (III) Modifying the Automatic Stay; (IV) Scheduling Final Hearing; and (V) Granting Related Relief* [ECF No. 35] (the "DIP Financing Motion"), seeking approval of a financing agreement (the "DIP Financing Agreement") for a debtor in possession loan in the aggregate amount of \$5 million. On February 17, 2023, the Court entered its Interim Order approving the DIP Financing Motion on an interim basis [ECF No. 132] and a final basis [ECF No. 315, entered on March 20, 2023 (the "Final DIP Order")].

B. Number of Creditors, Value of Assets and Number of Claims in Debtor's Schedules.

4. The factual information required per LR 3017(c)(ii) from Debtors' bankruptcy schedules is as follows: approximately 2,400 total creditors; real property assets in the amount of \$20,847.70, and approximately \$71,041,124.61 in personal property assets on Schedule B, which consisted of machinery, equipment and crypto currency. As set forth in the Schedules, the total liabilities consist of the following: (1) \$15,578,790.92 in secured claims; (2) \$96,012.69 in priority claims; and (3) \$127,460,471.78 in unsecured claims.³

C. The Proposed Disclosure Statement Contains the Information Required by Official Form 25B.

5. Debtor's proposed Disclosure Statement contains the information required by Official Form 25B, including: (a) a statement regarding Debtor's background, ownership, and pre-bankruptcy operating and financial history [Disclosure Statement, Art. III, §§ 3.1-3.2]; (b) a discussion of the reason for the bankruptcy filing [Disclosure Statement, Art. III, § 3.3]; (c) a summary of proceedings to date in the bankruptcy case [Disclosure Statement, Art. IV]; (d) a summary of assets [Disclosure Statement, Art. III, § 3.2.B]; (e) a description of unclassified claims, including estimated amounts of administrative and priority claims [Disclosure Statement, Art. V, § 5.1]; (f) a description of claims by class, including an estimate of the amount of claims in each class as reflected by the schedules and proofs of claim on file [Disclosure Statement, Art. V, § 5.2]; (g) a summary of the treatment of unclassified and classified claims under the proposed plan [Disclosure Statement, Art. V, §§ 5.1-5.2]; (h) A discussion of the means of implementing the proposed plan [Disclosure Statement, Art. V, § 5.5]; (i) a summary of risk factors [Disclosure Statement, Art. IX, §§ 9.11-9.12, Art. X]; (j) a discussion of the tax consequences of the proposed plan [Disclosure Statement, Arts. VI & VII]; (k) a summary of the treatment of executory contracts under the proposed plan [Disclosure Statement, Art. V, § 5.4]; (l) liquidation analysis [Disclosure Statement, Art. IV, § 9.11]; and (m) a statement as to how the proponent intends to achieve the payments proposed [Disclosure Statement, Art. V, § 5.5.A.- 5.5.B.].

³ On March 9, 2023: Debtor filed its *Schedules and Statement of Financial Affairs* [Docket Nos. 239 & 240].

DATED this 8th day of May 2023.

BRETT AXELROD